

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

FD SPECIAL OPPORTUNITIES V, LLC, et  
al.,

Plaintiffs,

-against-

SILVER ARCH CAPITAL PARTNERS, LLC,  
et al.,

Defendants.

1:21-cv-00797 (JLR) (OTW)

**ORDER**

JENNIFER L. ROCHON, United States District Judge:

Plaintiffs commenced this action on January 28, 2021. ECF No. 1 (“Complaint”).

Plaintiffs filed an Amended Complaint on August 16, 2021. ECF No. 11 (“Amended Complaint”). Plaintiffs assert that jurisdiction in this Court is proper by reason of diversity of citizenship, pursuant to 28 U.S.C. § 1332. *See id.* ¶ 3. Plaintiffs allege that both Plaintiffs, FD Special Opportunities V, LLC and FD GP Investment LLC, are Delaware limited liability companies and have their principal places of business in Middlesex County, Massachusetts.

*Id.* ¶ 1. Plaintiffs allege that Defendant Silver Arch Capital Partners, LLC is a New Jersey limited liability company and has its principal place of business in Bergen County, New Jersey.

*Id.* ¶ 2. Defendants Jeffrey Wolfer and Matt Cole are individuals who reside in New Jersey. *Id.*

¶¶ 3-4.


For purposes of diversity jurisdiction, a limited liability company is deemed to be a citizen of each state of which its members are citizens. *See Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51-52 (2d Cir. 2000). The place of incorporation and principal place of business of a limited liability company is not relevant to determining citizenship for diversity jurisdiction. *See Mackason v. Diamond Fin. LLC*, 347 F. Supp. 2d 53, 55 (S.D.N.Y. 2004) (allegations of a limited liability company’s “principal places of business are irrelevant to

diversity analysis”). In the present case, Plaintiffs fail to properly allege the citizenship of all parties.

Accordingly, it is hereby ORDERED that, **on or before November 2, 2022**, Plaintiffs shall file on ECF a letter, supported by one or more sworn affidavits, alleging the citizenship of each party. If, by that date, Plaintiffs are unable to allege a good-faith basis for complete diversity of citizenship, the action may be dismissed for lack of subject-matter jurisdiction, without further notice to the parties.

Dated: October 19, 2022  
New York, New York

SO ORDERED.

  
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JENNIFER L. ROCHON  
United States District Judge